

# Ex D to Decl of McCallion

\* REPRINT 10/26/07 2:01pm \*

STARK & STARK, A Professional Corporation  
 Attorneys at Law  
 P.O. Box 5315  
 Princeton, New Jersey  
 08543-5315

Federal Tax I.D. 22-2092476

April 17, 2006

SAM GHUSSON/ROBIN BURNS MCNEILL  
 56 Fitch Way  
 Princeton, NJ  
 08540

Re: 19655-0004 - FORMATION OF LLC - FIXED FEE

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 Professional Services through March 21, 2006

Atty	Service Date	Description
SLK	11/09/05	Initial telephone conference with Mr. Sam Ghusson to discuss a new business venture. Memo to the file.
MCG	01/27/06	Corporate Search.
MCG	02/03/06	Corporate Search for name availability.
SLK	02/03/06	Conference with Myra C. Gibson, legal assistant to review her search of an LLC name and email she sent to Mr. Sam Ghusson.
MCG	02/06/06	Preparation and filing of Certificate of Formation.
SAM	02/06/06	Phone conference with Allen M. Silk, Esquire and Mr. Sam Ghusson to discuss management of the company.
SLK	02/06/06	Telephone conference with Mr. Sam Ghusson to discuss the name of the entity, the date of formation, manager managed and trusts owning the membership interests. Conference with Stuart A. Mickelberg, Esquire to begin drafting the Operating Agreement. Conference with Myra C. Gibson, legal assistant for forming the entity.
MCG	02/15/06	Corporate Search for name availability.
MCG	03/17/06	Follow-up regarding Trademark Search and Registration, Corporate Search. for name availability.
MCG	03/21/06	Coordination with accountant regarding filing of SS4 and Business Registration.

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SAM GHUSSON/ROBIN BURNS MCNEILL  
 Re: 19655-0004  
 April 17, 2006

\$1,500.00

MYRA C GIBSON..... 1.70 hours  
 STUART A MICKELBERG..... .70 hours  
 ALLEN M SILK..... 2.60 hours

Disbursements through March 29, 2006

## File Storage &amp; Maintenance

02/16/06 File Storage & Maintenan.....	\$50.00
Sub-total: File Storage & Maintenance.....	\$50.00
Secretary of State	
03/29/06 Secretary of State.....	\$10.00
Sub-total: Secretary of State.....	\$10.00
	\$60.00

Total Services This Billing	\$1,500.00
Total Disbursements This Billing	\$60.00

Total Services and Disbursements This Billing	\$1,560.00
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Opening Balance as of 02/13/06	\$ .00
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Balance Due	\$1,560.00
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## Aged Balance Due

Current	31-60 days	61-90 days	91-120 days	Over 120 days	Balance Due
1560.00	.00	.00	.00	.00	1560.00

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Federal Tax I.D. 22-2092476

May 8, 2006

SAM GHUSSON/ROBIN BURNS-MCNEILL  
 56 Fitch Way  
 Princeton, NJ  
 08540

Re: 19655-0003 - GENERAL BUSINESS MATTERS

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 Professional Services through April 21, 2006

Atty	Service Date	Description
SLK	12/01/05	Initial office conference with Mr. Sam Ghusson and Mr. Dennis McNeill. Conference with Steven L. Friedman, Esquire to discuss planning issue on the ownership of the equity. memo to the file.
SLK	12/05/05	Telephone conference with Mr. Chris Ward and then Mr. Sam Ghusson to discuss insurance issues. Telephone conference with Howard Dorman, CPA to discuss the open issues on the formation.
SLK	12/30/05	Draft of correspondence to clients.
MCG	02/06/06	Corporate Search. for name availability-Venustas
SLK	02/06/06	Review with Myra C. Gibson, legal assistant whether Venustas is a possible name for the entity.
SLK	02/15/06	Telephone conference with Mr. Sam Ghusson to discuss a new name for the LLC. Conference with Myra C. Gibson, legal assistant to discuss the search for "The Pulse, LLC". Review of searches prepared by Ms. Gibson and telephone discussion with Mr. Ghusson on same.
SLK	03/20/06	Conference with Gregg Kander, Esquire to discuss the tax planning for the new entity. Conference with Steven L. Friedman, Esquire to review same and the various trusts we may need. Telephone conference with Mr. Sam Ghusson to review same.
MCG	03/21/06	Preparation of Certificate of Amendment to change name of RBSG Enterprises; sent to client with copies to Allen M. Silk, Esquire and Robert Rahl. Filed signed amendment.

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SAM GHUSSON/ROBIN BURNS-MCNEILL  
Re: 19655-0003  
May 8, 2006

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SLK 03/21/06 Telephone conference with Robert Rahl, CPA. Forward LLC information to Mr. Rahl. Telephone conference with Mr. Sam Ghusson to review his options for the transfer of interests to Trusts for two of his children and how that could also work for the other owner. Conference with Steven L. Friedman, Esquire to discuss planning issues and review of his proposed plan. Forward same to Mr. Rahl. Telephone message left with Mr. Gerry Goldman.

MCG 03/22/06 Received filed Certificate of Amendment; sent same to client

SAM 03/22/06 Begin preparing Exclusive Fragrance Manufacture and Supply Agreement

SLK 03/22/06 Review message from Mr. Sam Ghusson on the N.Y. and Company contract. Conference with Stuart A. Mickelberg, Esquire to review the drafting assignment. Conference call with Mr. Jerome Goldman and Steven L. Friedman, Esquire to review the various options available to the equity owners on the way the membership interests should be owned and possibly transferred. Also, the Buy/Sell provisions.

C-H 03/23/06 Revise, draft and edit proposed draft of Exclusive Supply Agreement.

SAM 03/23/06 Review and revise initial draft of Fragrance Supply and Manufacturing Agreement

SAM 03/23/06 Conference call with Allen M. Silk, Esquire and Mr. Sam Ghusson to discuss Supply Agreement, Operating Agreement, and Buy Sell Agreement; review of Agreements

SLK 03/23/06 Conference with Stuart A. Mickelberg, Esquire and Cynthia Ham, Esquire to discuss drafting issues pertaining to the Exclusive Supply Agreement. Review of draft document. Conference call with Mr. Sam Ghusson and Stuart A. Mickelberg, Esquire to review and amend the Exclusive Supply Agreement and to discuss the provisions of the Buy/Sell Agreement.

SAM 03/24/06 Revise Exclusive Supply Agreement based upon changes discussed with client

SAM 03/28/06 Phone call from Mr. Sam Ghusson and preparation of a Mutual Confidentiality Agreement between Venustas International, LLC and New York and Company

SAM 03/29/06 Phone call to Mr. Sam Ghusson regarding Confidentiality Agreement; drafted letter to Mr. Richard Cystal at New York and Company regarding Confidentiality Agreement

SAM 03/30/06 Phone call with Mr. Sam Ghusson regarding Confidentiality

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SAM GHUSSON/ROBIN BURNS-MCNEILL  
 Re: 19655-0003  
 May 8, 2006

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 Agreement with New York and Company; draft Confidentiality  
 Agreement for American Eagle Outfitters, Inc.

SAM 03/31/06 Begin preparing initial draft of Buy-Sell Agreement  
 SAM 04/03/06 Continue drafting Buy-Sell Agreement  
 SAM 04/07/06 Revise Operating Agreement and continue preparation of the  
 Buy-Sell Agreement  
 SLK 04/07/06 Conference with Stuart A. Mickelberg, Esquire to review the  
 potential parties to the Operating Agreement and the Buy/Sell  
 Agreement.  
 SAM 04/10/06 Conference with Allen M. Silk, Esquire regarding terms for  
 Operating Agreement and Buy-Sell Agreement; revise Agreements  
 accordingly  
 SAM 04/13/06 Revisions to Operating Agreement and discussions with Allen M.  
 Silk, Esq. regarding draft of Operating Agreement  
 SAM 04/19/06 Discussion with Allen M. Silk, Esq, regarding Buy Sell  
 Agreement and Operating Agreement; email correspondence to  
 Robin Burns, Dennis McNeil and Robert Rahl  
 SLK 04/19/06 Telephone conference with Mr. Sam Ghusson to discuss the  
 Buy/Sell Agreement.  
 SAM 04/21/06 Draft correspondence to Robin Burns, Dennis McNeil, and Robert  
 Rahl regarding Buy-Sell Agreement  
 SLK 04/21/06 Telephone conference with client to discuss open issues.

\$9,201.00

CYNTHIA S. HAM..... 3.80 hours  
 MYRA C GIBSON..... 1.40 hours  
 STUART A MICKELBERG..... 20.50 hours  
 ALLEN M SILK..... 11.50 hours

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 Disbursements through April 30, 2006

File Storage & Maintenance  
 11/15/05 File Storage & Maintenan..... \$50.00  
 Sub-total: File Storage & Maintenance..... \$50.00  
 Fax, Phone, Postage & Admin  
 11/30/05 ..... \$12.00  
 12/31/05 ..... \$51.00  
 01/31/06 ..... \$16.94

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SAM GHUSSON/ROBIN BURNS-MCNEILL  
 Re: 19655-0003  
 May 8, 2006

02/28/06 .....	\$18.76
03/31/06 .....	\$231.18
04/30/06 .....	\$63.84
Sub-total: Fax, Phone, Postage & Admin.	\$393.72
Printing & Duplication	
02/06/06 Printing & Duplication.....	\$2.50
Sub-total: Printing & Duplication.....	\$2.50
Secretary of State	
03/29/06 Secretary of State.....	\$10.00
03/29/06 Secretary of State.....	\$157.00
Sub-total: Secretary of State.....	\$167.00
	\$613.22

Total Services This Billing	\$9,201.00
Total Disbursements This Billing	\$613.22
	\$9,814.22

Opening Balance as of 02/15/06	\$ .00
Balance Due	\$9,814.22
	\$9,814.22

## Aged Balance Due

Current	31-60 days	61-90 days	91-120 days	Over 120 days	Balance Due
9814.22	.00	.00	.00	.00	9814.22

000001220

STARK & STARK, A Professional Corporation  
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Federal Tax I.D. 22-2092476

May 8, 2006

SAM GHUSSON/ROBIN BURNS-MCNEILL  
 56 Fitch Way  
 Princeton, NJ  
 08540

Re: 19655-0003 - GENERAL BUSINESS MATTERS

B I L L I N G S U M M A R Y

CURRENT CHARGES:

Fees	\$9,201.00
Disbursements	613.22
Finance Charges	.00
 TOTAL CURRENT CHARGES	 9,814.22

PRIOR CHARGES:

Fees	.00
Disbursements	.00
Finance Charges	.00
Advances	.00
 TOTAL PRIOR CHARGES	 .00

T O T A L A M O U N T D U E \$9,814.22

THE TOTAL AMOUNT DUE IS PAYABLE UPON PRESENTATION.

PLEASE RETURN A COPY OF THIS PAGE WITH YOUR PAYMENT.

WE APPRECIATE THE OPPORTUNITY TO REPRESENT YOU.  
 IF YOU HAVE ANY QUESTIONS REGARDING THIS BILL PLEASE  
 CALL (609) 896-9060 AND ASK FOR THE BILLING OFFICE.

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